

FURTHER RESOLVED, that the law firm of Blank Rome, LLP, 1201 Market Street, Suite 800, Wilmington, Delaware 19801, be and hereby is, retained, under an advance retainer, as reorganization counsel for the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that the law firm of Fleischman and Walsh, L.L.P., 950 M. Tenth Street, Suite 200, Kalamazoo, Michigan 49009, is, retained, under a general retainer for security as regulatory counsel for the Company in connection with strategic transactions in the Chapter 11 Case;

FURTHER RESOLVED, that [Crossroads, LLC] be, and it hereby is, retained, under general retainer for security, as financial advisors to the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that _____ be, and it hereby is, retained, under general retainer for security, as accountants to the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that _____ be, it hereby is, retained, under general retainer, as noticing and claims agent for the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that each of the Authorized Filing Officers and such other officers of the Company as any such Authorized Filing Officer shall from time to time designate, be, each of them acting singly hereby is, authorized, empowered and directed for and in the name of, and on behalf of the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Chapter 11 Case on such terms as such officers deem necessary, proper or desirable;

FURTHER RESOLVED, that in connection with the commencement of the Chapter 11 Case, as necessary, the Authorized Filing Officers are authorized, empowered, and directed to control and manage unliened cash and to take all necessary steps to use "Cash Collateral", as that term is defined as §363(a) of the Bankruptcy Code, of the Lenders (as that term is defined hereinafter);

FURTHER RESOLVED, that in connection with the commencement of the Chapter 11 Case by the Company, the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be and each of them acting singly, empowered and directed for and in the name of, and on behalf of the Company to negotiate, execute and deliver certain financing arrangements with Union Bank of California, N.A., as administrative agent (the "Administrative Agent"), and one or more financial institutions and lenders (together with the Administrative Agent, the "Lenders") pursuant to a secured super-priority debtor-in-possession revolving credit agreement by and among Mallard Cablevision, L.L.P. ("Mallard Cablevision"), a Delaware limited liability company and the

Company each as borrower ("Borrowers"), the other Guarantors named therein, and the Lenders, whereby the Lenders will agree to extend loans, advances and other financial accommodations of up to \$_____ million in aggregate principal amount at any one time outstanding (the "Loan Agreement");

FURTHER RESOLVED, that in the judgment of the members and managers upon review of the draft of the Loan Agreement dated [April] __, 2003, it is desirable and in the best interests of the Company that the Company execute the Loan Agreement and any related documents, agreements and instruments, and enter into, and perform its obligations under the Loan Agreement and any related documents, agreements and instruments;

FURTHER RESOLVED, that the obligations of the Company under the Loan Agreement are reasonably expected to benefit directly or indirectly, the Company;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, and each hereby is, authorized, empowered and directed to execute and deliver the Loan Agreement for and in the name of, and on behalf of the Company, with such changes as any such officers may deem necessary, desirable or appropriate, the delivery or execution thereof by any such officer being conclusive evidence that such officer deemed such delivery or execution to be necessary to be desirable, or appropriate;

FURTHER RESOLVED, that all the transactions contemplated by the Loan Agreement with respect to the Company, be, and they hereby are authorized, approved, ratified, confirmed and adopted in all respects in the terms and conditions set forth therein;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, each of them acting singly hereby is, authorized, empowered and directed, for and in the name of and on behalf of the Company, to execute and delivery all such documents, agreements or instruments as may be necessary, desirable or appropriate to implement the transactions described in the Loan Agreement, the execution thereof by any such officers being conclusive evidence that such officers deemed such execution to be necessary, desirable or appropriate;

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken by the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, in connection with the transactions contemplated by the Loan Agreement or any related documents, agreements or instruments, or otherwise within the terms of the foregoing resolutions, are hereby authorized, approved, ratified, confirmed, and adopted in their entirety;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as Authorized Filing Officers shall from time to time designate, and any employees, agents (including counsel) designated by or directed by any such officers be, and each of them acting singly hereby is, authorized, empowered and directed, for and in the name of, and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, documents, motions, papers,

affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer shall be or become necessary, proper and desirable to prosecute to a successful completion of a Chapter 11 Case, to effectuate the restructuring of the debt of the Company, the Company's other obligations, the Company's organizational form and structure, consistent with the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such action;

FURTHER RESOLVED, that in addition to, and without limiting in any manner, the authority by the foregoing resolutions, the officers of the Company be, and each of them with full authority to act without the others, hereby is, authorized, empowered, and directed, for and in the name of, and on behalf of the Company, (a) to take, or cause to be taken, all such further action, (b) to do and perform or cause to be done and performed, all such acts and things, (c) to execute and deliver, or cause to be executed and delivered, all such further papers, documents, agreements and instruments of any type and description, and (d) to pay, or cause to be paid, any and all fees, charges and costs of any type or description, all of which as may be, or may be deemed to be, necessary or advisable or desirable to effect the purposes and intent of the actions authorized and approved in the resolutions set forth above, the necessity, advisability, desirability, and propriety of which shall be conclusively evidenced by any of such officers taking or causing to be taken any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, documents or instruments, of paying or causing to be paid, any such fees, charges and costs; and the execution by any such officers of any such papers, documents, agreements or instruments, or the doing by any of them of any act or thing in connection with any of the matters of things contemplated by, arising out of or in connection with, or otherwise relating to in any manner whatsoever, the subject of the resolutions set forth above, shall conclusively establish their authority therefore from the Company and the approval and ratification by the Company of any and all papers, documents, agreements and instruments so executed and delivered, and any and all actions so taken, done or performed; and all actions of any nature whatsoever heretofore taken by each of the officers, directors, agents, attorneys, and other representatives of the Company incidental to, contemplated by, arising out of, or in connection with, or otherwise relating to in any manner whatsoever, the subject of the resolutions set forth above be, and the same hereby are, authorized, approved, ratified, confirmed, and adopted in all respects; and

FURTHER RESOLVED, that this Action may be executed in one or more counterparts, each of which shall be deemed to be an original copy of this Action and all of which, when taken together, shall be deemed to constitute one and the same document. The date of execution of any and all such counterparts shall be deemed to be the date set forth below.

IN WITNESS WHEREOF, the undersigned being the members and managers of the Company have executed this written consent as of this 9th day of May, 2003.

MEMBERS:

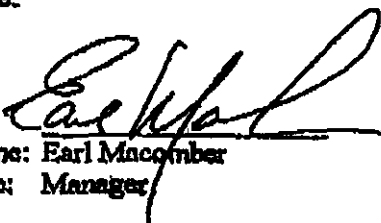
BG MEDIA HOLDINGS, INC.

By: _____
Name: J. William Grimes
Title: Manager


CDPQ SM CABLE, INC., a Delaware corporation

By: _____
Name: _____
Title: _____

MANAGERS:

By: 
Name: Earl Macomber
Title: Manager

By: _____
Name: J. William Grimes
Title: Manager

By: 
Name: Richard Ebersole
Title: Manager

[Signature Page to Joint Action by Unanimous Written Consent of the Members and Managers of Santel Communications, LLC]

IN WITNESS WHEREOF, the undersigned being the members and managers of the Company have executed this written consent as of this 9th day of May, 2003.

MEMBERS:

BG MEDIA INVESTORS, L.P.

By: BG MEDIA INVESTORS, L.P.,
as general partner

By: _____

Name:

Title:

CDPQ SM CABLE, INC., a Delaware corporation

By: [Signature]Name: AMARE SOUTHWORTHTitle: PRESIDENTBy: [Signature]MANAGERS: [Signature]

By: _____

Name: Earl Macomber

Title: Manager

By: _____

Name: J. William Grimes

Title: Manager

By: _____

Name: Richard Ebersole

Title: Manager

[Signature Page to Joint Action by Unanimous Written Consent of the Members and Managers of Suntel Communications, LLC]

MAY-09-03 FRI 01:07 PM THE BACKE GROUP

FAX NO. +

04/30/2003 02:38 2122874605
MAY-09-03 FRI 10:54 PM THE BACKE GROUP

BG MEDIA NY
FAX NO. +

0006
NJ. 940 W000
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P. 04

IN WITNESS WHEREOF, the undersigned being the members and managers of the Company have executed this written consent as of this 9th day of May, 2003.

MEMBERS:

BG MEDIA HOLDINGS, INC.

By: X. Williams

Name: J. Williams
Title: Manager

CDPO SM CABLE, INC., a Delaware corporation

By: _____

Name:
Title:

MANAGERS:

By: _____

Name: Earl Macomber
Title: Manager

By: X. Williams

Name: J. Williams
Title: Manager

By: _____

Name: Richard Berruolo
Title: Manager

[Signature Page to Joint Action by Unanimous Written Consent of the Members and Managers of Suntel Communications, LLC]

Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

United States Bankruptcy Court

District of Delaware

In re SunTel Communications, L.L.C.

Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
A.D. Management, Inc. Attn: Joe D. Acker P.O. Box 932 Fayette, AL 35555	A.D. Management, Inc. Attn: Joe D. Acker P.O. Box 932 Fayette, AL 35555			328,185.17
Alabama Power Treasury Department P.O. Box 2641 Birmingham, AL 35291	Alabama Power Treasury Department P.O. Box 2641 Birmingham, AL 35291			186,851.48
CBS Cable Attn: Michael Casey 1515 Broadway, 5th Floor New York, NY 10036	CBS Cable Attn: Michael Casey 1515 Broadway, 5th Floor New York, NY 10036			21,101.25
Caisse de Depot ET Attn: Yvan Deschamps 2001, Avenue McGill College, 7 'etage Montreal, Quebec, Canada H3A 1G1	Caisse de Depot ET Attn: Yvan Deschamps 2001, Avenue McGill College, 7 'etage			38,267.00
Cullman Electric Company 1749 Eva Road, NE P.O. Box 1168 Cullman, AL 35056	Cullman Electric Company 1749 Eva Road, NE P.O. Box 1168 Cullman, AL 35056			24,466.00

In re SunTel Communications, L.L.C.

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Dechert Price & Rhoads Attn: Roger Mulvihill 30 Rockefeller Plaza New York, NY 10112	Dechert Price & Rhoads Attn: Roger Mulvihill 30 Rockefeller Plaza New York, NY 10112			98,289.00
Delta Equipment P.O. Box 2286 Perry, GA 31069	Delta Equipment P.O. Box 2286 Perry, GA 31069			19,669.05
Disney/ABC Cable Networks 401 North Michigan Avenue Suite 2000 Chicago, IL 60611	Disney/ABC Cable Networks 401 North Michigan Avenue Suite 2000 Chicago, IL 60611			14,954.41
Filint Energies P.O. Box 308 Reynolds, GA 31076	Filint Energies P.O. Box 308 Reynolds, GA 31076			14,118.00
Fox Cable Networks Group Attn: Michael W. Baird 10000 Santa Monica Boulevard Los Angeles, CA 90067	Fox Cable Networks Group Attn: Michael W. Baird 10000 Santa Monica Boulevard Los Angeles, CA 90067			44,442.85
Georgia Power Company 96 Annex Attn: Andrea Lewis Atlanta, GA 30396	Georgia Power Company 96 Annex Attn: Andrea Lewis Atlanta, GA 30396			41,638.50

In re SunTel Communications, L.L.C.

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Home Box Office Attn: Patrick Callahan 1100 Avenue of the Americas New York, NY 10036-6737	Home Box Office Attn: Patrick Callahan 1100 Avenue of the Americas New York, NY 10036-6737			121,057.37
Houston County Board of Tax Assessors P.O. Box 1199 Perry, GA 31069	Houston County Board of Tax Assessors P.O. Box 1199 Perry, GA 31069			35,474.47
Kern County California Department of General Service 1115 Truxton Avenue Bakersfield, CA 93301-4639	Kern County California Department of General Service 1115 Truxton Avenue Bakersfield, CA 93301-4639			54,661.66
McGuinn, Hillsman & Palefsky 535 Pacific Avenue San Francisco, CA 94133	McGuinn, Hillsman & Palefsky 535 Pacific Avenue San Francisco, CA 94133			90,000.05
National Cable Television Cooperative Attn: Kelly Gandil P.O. Box 414826 Kansas City, MO 64141-4826	National Cable Television Cooperative Attn: Kelly Gandil P.O. Box 414826 Kansas City, MO 64141-4826			429,916.28
Plumas County Treasurer P.O. Box 176 Quincy, CA 95971	Plumas County Treasurer P.O. Box 176 Quincy, CA 95971			19,770.27

In re SunTel Communications, L.L.C.

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
PriceWaterhouseCoopers, LLP Attn: Bill Mollole Two Commerce Square, Suite 1700 2001 Market Street Philadelphia, PA 19103-7042	PriceWaterhouseCoopers, LLP Attn: Bill Mollole Two Commerce Square, Suite 1700 Philadelphia, PA 19103-7042			57,500.00
The Hartford P.O. Box 2907 Hartford, CT 06104	The Hartford P.O. Box 2907 Hartford, CT 06104			14,400.28
USA Network 401 North Michigan Avenue Suite 3125 Chicago, IL 60611-4207	USA Network 401 North Michigan Avenue Suite 3125 Chicago, IL 60611-4207			19,409.55

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date May 9, 2003

Signature _____

Richard W. Ebersole
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
SUNTEL COMMUNICATIONS, LLC,	:	Case No. 03-_____
	:	
Debtor.	:	Jointly Administered

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of SunTel Communications, LLC, the limited liability company named as the debtor in this case (the "Debtor"), declare under penalty of perjury under the laws of the United States of America that I have read the foregoing list of the 20 Largest Unsecured Creditors of the Debtor (the "Top 20 List") and that it is true and correct to the best of my information and belief.

Dated: May 9, 2003



RICHARD W. EBERSOLE
Chief Financial Officer

FLEISCHMAN AND WALSH, L. L. P.

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

1400 SIXTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

TEL (202) 939-7900 FAX (202) 745-0916

INTERNET www.fw-law.com

AARON I. FLEISCHMAN

FLEISCHMAN AND WALSH, P. C.

CHARLES S. WALSH

ARTHUR H. HARDING

STUART F. FELDSTEIN

JEFFREY L. HARDIN

STEPHEN A. BOUCHARD

R. BRUCE BECKNER

CHRISTOPHER G. WOOD

SETH A. DAVIDSON

JAMES F. MORIARTY

MATTHEW D. EMMER

LOUIS H. DUPART*

SHARON O'MALLEY MONAHAN**

LAWRENCE R. FREEDMAN

ERIC E. BREISACH***

JOEL D. BONFIGLIO

SETH M. WARNER

JILL KLEPPE MCCLELLAND
REGINA FAMIGLIETTI PACE
CRAIG A. GILLEY
MARK D. PIHLSTROM
BRIAN C. MALADY
THOMAS E. KNIGHT
MARK B. DENBO
STEVEN J. HAMRICK
KEVIN C. BRENNAN
RICHARD L. DAVIS
SHARI L. WILKOZEK +
LISA CHANDLER CORDELL
JOHN P. MCALLISTER**
DAVID J. LAVAN
AIMEE E. KNAPP
KRISTA K. STARR**
ANDREW QUINN**
JAMES N. MOSKOWITZ

June 6, 2003

VIA COURIER

Federal Communications Commission

P.O. Box 358994

Pittsburgh, PA 15251-5994

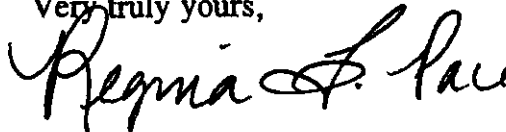
**Re: Application for Pro Forma Assignment of License
POFS Station WPQN693 (Big Sky, MT)**

Dear Sir or Madam:

Transmitted herewith, on behalf of Mallard Holdings, Inc., Debtor-in-Possession, is a check made payable to the Federal Communications Commission in the amount of \$220.00 to cover the requisite filing fee for the above referenced application as well as FCC Fee Form 159. This application was filed electronically via ULS and assigned File No. 0001339048.

Should there be any questions regarding the enclosed, please contact the undersigned directly.

Very truly yours,



Regina Famiglietti Pace
Counsel for Mallard Holdings, Inc.,
Debtor-in-Possession

Enclosure

157001

* VA BAR ONLY
** MA BAR ONLY
*** HI AND IL BAR ONLY
+ IL BAR ONLY
** LEGISLATIVE, NON-LAWYER

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 1

(1) LOCKBOX # 358994

FCC/MELLON JUN 062003

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Mallard Cablevision, L.L.C., Debtor-in-Possession

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$220.00

(4) STREET ADDRESS LINE NO. 1

3281 Racquet Club Drive

(5) STREET ADDRESS LINE NO. 2

Suite B

(6) CITY

Traverse City

(7) STATE

MI

(8) ZIP CODE

49684

(9) DAYTIME TELEPHONE NUMBER (include area code)

231 - 9327113

(10) COUNTRY CODE (if not in U.S.A.)

US

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0009072752

(12) PAYER (TIN)

0760620552

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

Mallard Holdings, Inc., Debtor-in-Possession

(14) STREET ADDRESS LINE NO. 1

3281 Racquet Club Drive, Suite B

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Traverse City

(17) STATE

MI

(18) ZIP CODE

49684

(19) DAYTIME TELEPHONE NUMBER (include area code)

(231) 932-7113

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0008977548

(22) APPLICANT (TIN)

0X00690085

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

WPQN693

(24A) PAYMENT TYPE CODE

PEOM

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

\$220.00

(27A) TOTAL FEE

\$220.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

0001339048

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, Heena E. Pale, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

DATE

6/6/03

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

☐

MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION
DATE:

☐

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE

DATE

33196

[illegible]

COMMENT

DEPT OF TREASURY
201 BACQUET CLEVERLY
TRAVERSE CITY, MI 49684

DATE 06/04/2003 ***** \$ 220.00 AMOUNT

PAY TWO HUNDRED TWENTY DOLLARS AND ZERO CENTS

TO THE ORDER OF FEDERAL COMM. COMMISSION

[Signature]

⑈00033196⑈ ⑆072000915⑆ 884307015⑈

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 06/06/2003 at 03:02PM File Number: 0001339048
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1) Application Purpose: Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? Yes
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses? No
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Chapter 11 Bankruptcy If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Involuntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0003770930			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Maillard Holdings, Inc.			
13) Attention To: Richard Ebersole			
14) P.O. Box:	And / Or	15) Street Address: 3281 Racquet Club Drive, Suite B	
16) City: Traverse City	17) State: MI	18) Zip Code: 49684	
19) Telephone Number: (231)932-7113		20) FAX Number:	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:		29) State:	30) Zip Code:
31) Telephone Number:	32) FAX Number:		
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:		39) State:	40) Zip Code:
41) Telephone Number:	42) FAX Number:		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0008977548			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Mallard Holdings, Inc., Debtor-In-Possession			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Richard Ebersole			
51) P.O. Box:	And / Or	52) Street Address: 3281 Racquet Club Drive, Suite B	
53) City: Traverse City		54) State: MI	55) Zip Code: 49684
56) Telephone Number: (231)932-7113	57) FAX Number:		
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Regina	MI: F	Last Name: Pace	Suffix:
60) Company Name: Fleischman and Walsh, L.L.P.			
61) P.O. Box:	And / Or	62) Street Address: 1400 Sixteenth Street, NW, Suite 600	
63) City: Washington		64) State: DC	65) Zip Code: 20036
66) Telephone Number: (202)939-7900	67) FAX Number:		
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Richard	MI: W	Last Name: Ebersole	Suffix:
80) Title: President			
Signature: Richard W Ebersole		81) Date: 06/06/03	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1996, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Richard	MI: W	Last Name: Ebersole	Suffix:
83) Title: President			
Signature: Richard W Ebersole		84) Date: 06/06/03	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPQN693	MG						Yes	Full

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	No
If 'Yes', is the Assignee applying for installment payments?	

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
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For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.
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For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.
--

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?
If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.
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Attachment List

Attachment Type	Date	Description	Contents
Other	05/27/03	Mallard Holdings, Inc. Bankruptcy Petition	<u>0178466597714394589799026.pdf</u>

012-A
9/09/2003
15:32:16

RAMIS ACCOUNTS RECEIVABLE - (c) DSG, Inc.
RECEIPTS DETAIL REPORT
SORTED BY TRANSACTION DATE, CD No., FEE CONTROL No.

PAGE 1
9/09/2003
15:32:16

CD No.	CD DATE	FEE CONTROL No.	FRN	PAYER NAME	TRANSACTION DATE	RECEIPT AMOUNT
50734	6/09/03	0306098994016010	0009072752	Mallard Cablevision, L.L.C., D	6/06/03	\$220.00

eq: 1 Call Sign: WPQN693 FCC Code 1:
PTC: PEOM QTY: 1 Applied Amt: FCC Code 2: 0001339048
Tin Number: 0000000000
Applicant Name: MALLARD HOLDINGS INC DEBTOR IN
Address: 3281 RACQUET CLUB DRIVE

Total: \$220.00

NR012-A
9/09/2003
15:32:47

RAMIS ACCOUNTS RECEIVABLE - (c) DSG, Inc.
RECEIPTS DETAIL REPORT
SORTED BY TRANSACTION DATE, CD No., FEE CONTROL No.

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CD No.	CD DATE	FEE CONTROL No.	FRN	PAYER NAME	TRANSACTION DATE	RECEIPT AMOUNT
560734	6/09/03	0306098205146002	0009072752	Mallard Cablevision, L.L.C., D	6/06/03	\$2,200.00
Seq:	1	Call Sign: WLY382	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	2	Call Sign: WLY671	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	3	Call Sign: WLY672	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	4	Call Sign: WLY673	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	5	Call Sign: WLY674	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	6	Call Sign: WLY675	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	7	Call Sign: WLY677	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	8	Call Sign: WLY680	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	9	Call Sign: WLY723	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Seq:	10	Call Sign: WLY729	FCC Code 1:	FCC Code 2:	Tin Number: 0760624602	
PTC: TIC	QTY: 1	Applied Amt:	220.00			
Applicant Name: MALLARD HOLDINGS INC						
Address: 3281 RACQUET CLUB DRIVE						
Total:				\$2,200.00		

012-A
9/09/2003
15:33:15

RAMIS ACCOUNTS RECEIVABLE - (c) DSG, Inc.
RECEIPTS DETAIL REPORT
SORTED BY TRANSACTION DATE, CD No., FEE CONTROL No.

PAGE 1
9/09/2003
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D No.	CD DATE	FEE CONTROL No.	FRN	PAYER NAME	TRANSACTION DATE	RECEIPT AMOUNT
60734	6/09/03	0306098205146003	0009066788	SunTel Communications, L.L.C.,	6/06/03	\$440.00
eq: 1 Call Sign: WNZ449 FCC Code 1:						
PTC: TIC QTY: 1 Applied Amt: FCC Code 2: 220.00						
Tin Number: 0134029809						
pplicant Name: SUNTEL COMMUNICATIONS LLC						
ddress: 3281 RACQUET CLUB DRIVE						
eq: 2 Call Sign: WMC694 FCC Code 1:						
PTC: TIC QTY: 1 Applied Amt: FCC Code 2: 220.00						
Tin Number: 0134029809						
pplicant Name: SUNTEL COMMUNICATIONS LLC						
ddress: 3281 RACQUET CLUB DRIVE						
Total:				\$440.00		